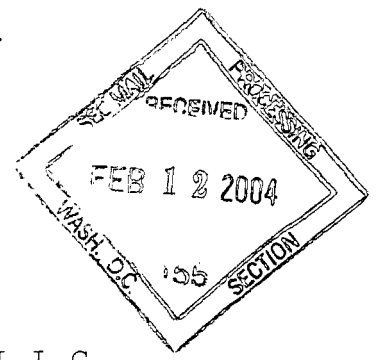


Orig.

1280261

FORM D
U.S. Securities and Exchange Commission
Washington, D.C. 20549



04008161

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering: PEACEFUL NIGHTS PRODUCTIONS, L.L.C.

(Check if this is an amendment and name has changed,
and indicate change.)

Filed under: Rule 504 Rule 505 ☒ Rule 506
Section 4(6) ULOE

Type of Filing: ☒ New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: PEACEFUL NIGHTS PRODUCTIONS, L.L.C.

Address of Executive Offices	Telephone
15 Summer Hill Road	
Westport, CT 06880	203 259-2729

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Production of musical stage play, "TWO CITIES"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 01/2004

Estimated ☒ Actual _____
Jurisdiction of Organization: NY

PROCESSED
FEB 17 2004
THOMSON
FINANCIAL

Wm

2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Scanlan, Arlene

15 Summer Hill Road

Westport, CT 06880

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES ☒ NO

2. What is the minimum investment that will be accepted from any individual? \$1,000

3. Does the offering permit joint ownership?

☒ YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests	0	0
Other		
Limited Liability		
Company Interests	\$500,000	0
TOTAL	\$500,000	0

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases.

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by issuer to date.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4.

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer.

Transfer Agent's Fees	x	\$	
Printing and Engraving Costs	x	\$	
Legal Fees	x	\$	5,000
Accounting Fees	x	\$	
Engineering Fees	x	\$	
Sales Commissions		\$	
Other Expenses	x	\$	2,000
(Identify) Blue Sky photocopying, etc.			
TOTAL:	x	\$	7,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:

	x	\$ 493,000
--	---	------------

5. Amount of adjusted gross proceeds to the issuer [all amounts are estimates]

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	\$ 0	x\$100,000
Purchase of Real Estate		\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses*	\$	\$
*(including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		
Repayment of indebtedness	\$	\$
Working capital	\$	\$
Other: physical production (sets, costumes, props, etc.) Rehearsal & casting expenses, bonds, deposits, advances; general & administrative; reserve	. x \$	x\$393,000
Column Totals:	x \$ 0	x\$493,000
Total Payments Listed: (column totals added)	x \$ 493,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is

filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

=====

Issuer:

Signature:

Date:

PEACEFUL NIGHTS PRODUCTIONS, L.L.C.



2/4/04

Name of Signer:
ARLENE SCANLAN

Title of Signer:
Managing Member